

BYLAWS OF
Edmonton Sting Football Club

1. NAME

The official name of the society is **Edmonton Sting Football Club**.

2. INTERPRETATION

2.1 Definitions

In these Bylaws:

- (a) "Act" means the *Societies Act* (Alberta), as amended from time to time;
- (b) "Club" means **Edmonton Sting Football Club**;
- (c) "Board" means the Executive Members and Directors of the Club;
- (d) "Executive Member" means the President, Vice President, Treasurer and Secretary.
- (e) "Director" means a director of the Board;
- (f) "EMSA Southwest" means The Southwest Zone of the Edmonton Minor Soccer Association (SWEMSA), a society incorporated under the *Societies Act* (Alberta), and any successor organization;
- (g) "ASA" means Alberta Soccer Association
- (h) "Member" means a member of the Club as determined in accordance with Section 4; and
- (i) "Team" means a soccer team formed and sponsored by the Club and registered with the Edmonton Minor Soccer Association for the then current soccer season (whether indoor or outdoor), or if in-between seasons, for the immediate prior soccer season.

2.2 Interpretation

In these Bylaws:

- (a) words importing the singular number include the plural and vice versa;
- (b) words importing gender include masculine, feminine and neuter;
- (c) a derivation of any word, term or expression defined in these Bylaws has a meaning corresponding to the defined word, term or expression; and

- (d) the headings used throughout these Bylaws are inserted for convenience of reference and do not define, enlarge or limit the terms and provisions of these Bylaws.

3. SOCIETY OBJECTS, RESTRICTIONS AND DISSOLUTION

3.1 Objects

The objectives of the Club are to:

- (a) Encourage and promote the game of soccer amongst children in Edmonton Alberta, and in particular the South West of Edmonton;
- (b) Create a competitive environment for children to participate in the game of soccer and to become lifelong participants in the sport; and
- (c) Support and work with EMSA Southwest in relation to the game of soccer for the benefit of children.

3.2 Restrictions

- (a) The Club shall not pursue or carry out any activities which do not further or promote the objects of the Club.
- (b) At all times the activities of the Club shall be carried on without purpose of gain for the Members or Directors, and any profits or other assets of the Club shall be used solely to promote the Club's objects.
- (c) The Club shall endeavour to be a member of EMSA Southwest, and to be affiliated with the Edmonton Minor Soccer Association and Alberta Soccer Association.

3.3 Dissolution

If the Club is dissolved or wound up for any reason, after all liabilities of the Club have been paid, all remaining property of the Club shall not be distributed to the Members, but shall be transferred to EMSA Southwest or to another organization carrying on all or a majority of the objects of the Club, in either case as chosen by the Members and as may be required by law.

4. MEMBERSHIP

4.1 Membership Categories

There two (2) categories of membership:

1. Player: a registered player during a season. Players under the age of eighteen (18) shall be represented by one parent or legal guardian; or
2. Volunteer: a volunteer in the club who is eighteen (18) years or older, who is not a parent or legal guardian of a registered player under the age of eighteen (18) years.

4.2 Membership Term

The Membership term for each category of membership is:

1. Player: a calendar year from the date of being added to a team ASA roster; or
2. Volunteer: a calendar year from the date of agreed commitment

4.3 Voting Member

Subject to paragraph (a) and (b), each member is entitled to one vote for each matter of business presented at a meeting of the members.

- (a) Holds a player membership in good standing when:
 - (i) has paid all the required fee's and filed any required forms, and
 - (ii) has not been suspended or had their membership terminated in accordance with these Bylaws
- (b) Holds a volunteer membership in good standing when:
 - (i) agreed to a commitment with the board in writing to fulfil a club position, and
 - (iii) has not been suspended or had their membership terminated in accordance with these Bylaws

4.4 Special Programs

The Board may designate a specific soccer program conducted by the Club as an interest group entitled to representation in the Club (i.e., grassroots program), and in such event the individuals associated with such program shall appoint one individual to represent the program, and this individual is a member of the Club.

In the event of any dispute over the appointment of a program representative, or in the event of a failure to make an appointment, the Board shall make the final determination or appointment, respectively.

4.5 Directors

Each Director is a member of the Club.

4.6 **Founding Members**

The following original incorporators and founders of the Club are members of the Club: Antony Bent, Tonya Sheshurak, Mike Priest, Trevor Silvey, Brad Kring, Katrin Meier-Oberhagemann and Matthew Harris.

4.7 **Rights and Obligations**

Each Member shall have the rights and obligations as set forth in these Bylaws.

4.8 **Revocation of Membership**

The membership of a Member in the Club shall be automatically revoked if:

- (a) the Member fails to pay any fees required by the Club from time to time;
- (b) the Member is suspended by the Board, on a vote simple majority, for misconduct;
- (c) a resolution is passed by simple majority of the votes cast by the Members present at a meeting of the Members revoking the membership of the Member;
- (e) in respect of an individual who became a Member by virtue of being a Director, the individual ceases to be a Director; or
- (f) the Member resigns their membership.

5. **MEETINGS OF MEMBERS**

5.1 **Annual General Meeting**

- (a) An annual general meeting of the Members shall be held once every year.
- (b) The Board shall set the date and time of the annual general meeting.
- (c) A minimum of twenty-one (21) days' notice of the annual general meeting must be given to the Members.
- (d) The Secretary (or in the absence or incapacity of the Secretary, any other Director) shall provide written notice of the date and time of the annual general meeting to the Members by mail or electronic mail sent to the Member's last known mailing address or electronic mail address, as the case may be.
- (e) The business to be conducted at an annual general meeting must include the following:
 - (i) approval of the minutes of the previous annual general meeting and any intervening meeting of the Members;

- (ii) consideration and disposition of any outstanding business;
- (iii) receipt of the audited financial statements of the Club for the fiscal year last audited;
- (iv) receipt of the draft financial statements of the Club for the fiscal year last ended.
- (v) appointment of the auditors;
- (vi) election of the Board Directors; and
- (vii) consideration and disposition of any new business.

5.2 **Special Meetings**

- (a) The Board or at least one-third of the Members may requisition a special meeting of the Members with a minimum of 21 days' notice.
- (b) The Secretary shall provide written notice of the date and time of a special meeting of the Members to the Members by mail or electronic mail sent to the Member's last known mailing address or electronic mail address, as the case may be.

5.3 **Quorum – Members Meetings**

Quorum for the Annual General Meeting or special meeting is established with the presence of at least:

- (a) 2 executive members;
- (b) 2 directors at large; and
- (c) 25 Members in Good Standing.

If Quorum is not met, the President may initiate a motion to continue the meeting.

5.4 **Voting at Members' Meetings**

All members must be in good standing to vote.

Except as otherwise provided in these Bylaws, all voting at a meeting of the Members must be conducted by a show of hands.

5.5 **Proxies**

Voting by proxy is prohibited.

5.6 **Form of Meeting**

As determined by the Board a meeting of the Members shall be:

- (i) held at a physical place within the Province of Alberta;
- (ii) held through video, audio or electronic means in a manner that enables all attendees to actively participate in the meeting; or
- (iii) held at a physical place within the Province of Alberta with facilities enabling Members to attend the meeting through video, audio or electronic means in a manner that enables all attendees to actively participate in the meeting.

Details regarding the form of meeting must be set out in the notice of meeting given to the Members.

5.7 **Procedural Rules**

Subject to these Bylaws, procedure at a meeting of the Members is governed by the chair of the meeting, guided by the then current edition of *Robert's Rules of Order*.

6. **BOARD OF DIRECTORS**

6.1 **First Directors**

The original incorporators of the Club are the first Directors and shall serve on the Board for a term expiring at the end of the third annual general meeting of the Club. The original incorporators shall, amongst themselves, appoint the President, Vice-President, Treasurer, Secretary and Director-at-Large.

6.2 **Board Composition**

The Board shall be composed of not less than five (5) and not more than nine (9) individuals consisting of:

- (a) individuals elected by the Members to serve as an Executive Member of the Board in the following positions:
 - (i) one President;
 - (ii) one Vice-President;
 - (iii) one Treasurer; and
 - (iv) one Secretary;
- (b) one individual appointed by EMSA Southwest; and
- (c) up to four additional Directors at large

6.3 Director Terms

- (a) Directors terms are as follows:
 - i. 2 year term, beginning at date of AGM which elected
 - 1. President
 - 2. Treasurer
 - 3. Half of the Directors at Large
 - ii. 1 year term, beginning at date of AGM which elected
 - 1. Vice-President
 - 2. Secretary
 - 3. Half of the Directors at Large

6.4 Board Vacancies

- (a) With a minimum twenty one (21) days notice prior to the Annual General Meeting, the President shall inform the membership which Board positions are open for nomination.
- (b) If a Board position is not filled at an AGM, the directors may appoint an individual, in a non-voting capacity, until the next Annual General Meeting
- (c) In the event of the resignation or removal of a Director, the Board may appoint another individual to fill the vacancy, in a non-voting capacity, and serve until the next annual general meeting of the Club.

6.5 Board Meetings

- (a) The Board shall meet a minimum of six times per year.
- (b) A Board meeting may be called to meet by an executive member to address specific items requiring resolution before the next scheduled meeting.

6.6 Responsibilities and Powers of the Board

Subject to these Bylaws, the Board is charged and empowered to:

- (a) establish and revise policies governing the Club, including appropriate cheque signing and financial reporting policies;
- (b) carry out the business of the Club, and take such action as the Board considers necessary to achieve the objects of the Club;
- (c) delegate authority and responsibility for implementation of Club policies to employees or volunteers;
- (d) ensure that Club policies are implemented;
- (e) report fully to the Members at least once per year;

- (f) approve the annual budget of the Club; and
- (g) delegate any power or duty to any person or committee designated by the Board.

6.7 Quorum - Board Meetings

- (a) Quorum at a board meeting is met when at least two executive members are present and the majority of the voting board members are in attendance.
- (b) No board member may attend or vote at any meeting of the Board by any other person or by proxy.

6.8 Voting at Board Meetings

Each board member is entitled to one (1) vote on each matter of business presented to a meeting of the Board.

6.9 Presence at Board Meetings

Board members may participate in a meeting of the Board through the use of conference telephone or similar communicating equipment if all board members can actively participate in the meeting. Participation in a meeting pursuant to this clause constitutes presence in person at the meeting.

6.10 Resolutions in Writing or Electronic Communication

A resolution in writing or electronic means, signed or responded by all members of the Board entitled to vote, is valid as if it had been passed at a board meeting.

6.11 Removal of Board Members

- (a) The Board may, on a vote of two-thirds, to remove any Board member;
 - (i) Who has unexcused absences from three (3) consecutive meetings of the Board; or
 - (ii) Whose conduct is reasonably considered to be seriously detrimental to the pursuit of the objectives of the Club, or has been destructive to the club by words or actions. Before a vote for removal can proceed under this provision, the director is entitled to due process.
- (b) A Board member who has been removed, pursuant to this provision, may appeal such removal to the general membership at a special meeting called in accordance with these bylaws. If the Board's decision is reversed by the general membership by a majority vote of the members present, as set out in these bylaws, the Board member shall immediately be reinstated.
- (c) The office of a Board Member shall be automatically vacated:

- (i) if the member, by notice in writing to the Club, resigns. The resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
- (ii) if the member is found to be a mentally incompetent person or becomes of unsound mind;
- (iii) if the member becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorised assignment or is declared insolvent;
- (iv) if, at a meeting of the Membership, where due process has been provided to the Board, a resolution is passed by three-quarters of the votes cast by the Members present at the meeting removing the Board member before the expiration of the term of office; or
- (v) if the Board member dies.

6.12 **Procedural Rules**

Subject to these Bylaws, procedure at a meeting of the Board is governed by the chair of the meeting, guided by the then current version of *Robert's Rules of Order*.

7. **SPECIFIC DUTIES OF OFFICES**

7.1 **President**

- (b) The President is the chair of all meetings of the Members and the Board and has such other responsibilities as delegated or assigned by the Board.
- (b) In case of the absence or incapacity of the President, such duties shall be discharged by the Vice-President and then the Treasurer.

7.2 **Vice-President**

- (b) The Vice-President shall have such responsibilities as delegated or assigned by the Board.
- (b) In case of the absence or incapacity of the Vice-President, such duties shall be discharged by such officer as may be appointed by the Board.

7.3 **Secretary**

The Secretary shall:

- (a) attend all meetings of the Club and of the Board, and shall keep accurate minutes of the same;
- (b) have charge of the seal of the Club which whenever used shall be authenticated by the signature of at least one (1) Director, subject to such restrictions as

determined by the Board;

- (c) have charge of all the correspondence of the Club and be under the direction of the Board; and
- (d) fulfil such other responsibilities as delegated or assigned by the Board.

In case of the absence or incapacity of the Secretary, such duties shall be discharged by such Director as may be determined by the Board.

7.4 **Treasurer**

The Treasurer shall:

- (a) receive all monies paid to the Club and be responsible for the deposit of the same in accordance with the directions of the Board;
- (b) account for the funds of the Club and keep such books as may be directed;
- (c) present a full detailed account of receipts and disbursements to the Board as requested and shall prepare for submission at each annual general meeting of the Club a duly audited statement of the financial position of the Club; and
- (d) fulfil such other responsibilities as delegated or assigned by the Board.

In case of the absence or incapacity of the Treasurer, such duties shall be discharged by such Director as may be determined by the Board.

7.5 **Director at Large**

The Directors-at-Large shall fulfil such responsibilities as delegated or assigned by the Board. Examples of duties undertaken include but are not limited to:

- a) Fundraising, Sponsorship and Grants
- b) Equipment and Resources
- c) Communication and Media
- d) Event and Volunteer Management

8. **BOARD MEMBER NOMINATION**

Any member in good standing may nominate themselves for an open position on the board at the AGM.

9. **COMMITTEE STRUCTURE**

The Board shall determine the establishment and terms of reference of all committees of the Club.

10. **ELECTIONS**

Elections are held at the end of each term or where a vacancy occurs. The election process is overseen by the Chair of the Annual General Meeting.

10.1 **Board**

(a) Nominations by Members

- (i) An announcement of vacancies on the Board shall be made to the Members by such means as are both practicable and reasonable minimum 21 days before the next Annual General Meeting
- (ii) The nominee shall inform the current board in writing 5 days before the Annual General Meeting date of their intention to run for election and position.
- (iii) The nominee shall be physically present at the Annual General Meeting.
- (iv) Each nominee will be offered sufficient time to address the membership, as well for the membership to consider.

(b) Eligibility of Nominees

A person nominating for a position on the Board must not be a person who:

- (i) is under the age of eighteen (18) years;
- (ii) is otherwise lacking in legal or mental capacity;
- (iii) is not an individual;
- (iv) has the status of bankrupt; or
- (V) is in bad standing with EMSA Southwest, the Edmonton Minor Soccer Association or the Alberta Soccer Association.

(c) Voting Procedures

- (i) The voting process is administered by the Chair of the annual general meeting.
- (ii) Election of a person from the list of recommended nominees approved by the Board must occur at the annual general meeting.
- (ii) All Members present at the annual general meeting are eligible to participate in the vote.
- (iii) Voting shall be by a show of hands or ballot.

- (iv) The nominees receiving the greatest number of votes shall be declared to have been elected to the Board.

10.2 Other Standard Election Procedures

- (a) Consent of Nominees

Nominations for all elections must be accompanied by an acknowledgement of the nominee that she or he is prepared to accept the nomination.

- (b) Nominee Verification

The status and eligibility of the nominees may be verified by the Board.

10.3 Election Policies

The Board may make rules or establish policies concerning:

- (a) the preparation and distribution of ballots;
- (b) the counting of ballots and recounts;
- (c) the appointment of voting and ballot scrutineers;
- (d) tie-breaking procedures;
- (e) the resolution of election and procedural disputes.

11. SOCIETY FINANCIAL AFFAIRS

11.1 Use of Funds

The Board shall only use the funds of the Club to carry out the purposes set forth in the Club's objects.

11.2 Expenditures

- (a) The Board shall maintain and manage operating funds or capital funds, or both, that are sufficient to meet the Club's objects.
- (b) Funds must be paid out only in accordance with budgets approved by the Board.
- (c) No special fund or deposit in the name, or constituting the property, of the Club must be created without the prior authorization of the Board.

11.3 **Budgets**

- (a) The budget for any fiscal year of the Club must be approved by the Board prior to the commencement of the fiscal year.
- (b) The budget shall include all estimated revenues and expenses of the Club.

11.4 **Membership Dues**

- (a) The Board may levy membership dues for Members.
- (b) All dues must be collected in a manner specified by the Board.

11.5 **Audited Financial Statements**

- (a) The books, accounts and records of the Club shall be audited each year by a duly qualified accountant or by two (2) individuals elected for that purpose at an annual general meeting. If the Board believes the elected auditor(s) are not fulfilling their duties, or are unable, in a reasonable time, with due diligence, the board reserves the right to appoint a member to perform the audit.
- (b) The audited financial statements of the Club for any fiscal year must be presented by the Treasurer for approval as follows:
 - (i) to the Board at its first meeting following the completion of the audit; and
 - (ii) at the next annual general meeting of the Club following the completion of the audit.

11.6 **Borrowing Powers**

For the purpose of carrying out its objects, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit, but the Club shall not be permitted to issue any debentures.

11.7 **Compensation and Expenses**

- (a) A board member is not entitled to receive remuneration for serving in their office other than an amount representing an honorarium, but such individual shall be reimbursed for any reasonable expenditures incurred in the performance of their duties and responsibilities.
- (b) A board member may be retained by the Club to provide contract services, which shall exclude any services associated with their office, and such may receive reasonable compensation from the Club for such services with the approval of the Board.

12. BOOKS AND RECORDS

12.1 Maintenance of Books and Records

The books and records of the Club shall be maintained in accordance with the directions of the Board.

12.2 Access to Books and Records

The books and records of the Club may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

13. CUSTODY AND USE OF SEAL

The Secretary shall have custody of the Club’s corporate seal. Any one (1) Officer of the Club may use and affix such seal on any documents relating to the business of the Club, subject to such restrictions as determined by the Board.

14. FISCAL YEAR

The fiscal year of the Club is from April 1 of a calendar year to March 31 of the following calendar year.

15. BYLAW AMENDMENTS

These Bylaws may be amended or varied by a special resolution of the Members in accordance with the requirements of the Act.

DATED this 13 day of July, 2024 AT Edmonton, Alberta.